

**PLEASE CAREFULLY REVIEW THIS OBJECTION AND THE ATTACHMENTS
HERETO TO DETERMINE WHETHER THIS OBJECTION
AFFECTS YOUR CLAIM(S)**

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Attorneys for Debtors
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, et al.,	:	09-50026 (REG)
f/k/a General Motors Corp., et al.	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

NOTICE OF DEBTORS' 150TH OMNIBUS OBJECTION TO CLAIMS
(Claims for Equity Interests)

PLEASE TAKE NOTICE that on January 25, 2011, Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (the “**Debtors**”), filed their 150th omnibus objection to disallow certain claims¹ (the “**150th Omnibus Objection to Claims**”), and that a hearing (the “**Hearing**”) to consider the 150th

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 150th Omnibus Objection to Claims.

Omnibus Objection to Claims will be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, in Room 621 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **March 1, 2011 at 9:45 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE 150TH OMNIBUS OBJECTION TO CLAIMS TO SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR IN EXHIBIT "A" ANNEXED THERETO.

PLEASE TAKE FURTHER NOTICE that any responses to the 150th Omnibus Objection to Claims must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's filing system, and (b) by all other parties in interest, on a CD-ROM or 3.5 inch disk, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 and on (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (ii) the Debtors, c/o Motors Liquidation Company, 401 South Old Woodward Avenue, Suite 370, Birmingham, Michigan 48009 (Attn: Thomas Morrow); (iii) General Motors LLC, 400 Renaissance Center, Detroit, Michigan 48265 (Attn: Lawrence S. Buonomo, Esq.); (iv) Cadwalader, Wickersham & Taft LLP, attorneys for the United States Department of the Treasury, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (v) the United States Department of the Treasury, 1500 Pennsylvania Avenue NW, Room 2312, Washington, D.C.

20220 (Attn: Joseph Samarias, Esq.); (vi) Vedder Price, P.C., attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq. and Michael L. Schein, Esq.); (vii) Kramer Levin Naftalis & Frankel LLP, attorneys for the statutory committee of unsecured creditors, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Thomas Moers Mayer, Esq., Robert Schmidt, Esq., Lauren Macksoud, Esq., and Jennifer Sharret, Esq.); (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq.); (ix) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Natalie Kuehler, Esq.); (x) Caplin & Drysdale, Chartered, attorneys for the official committee of unsecured creditors holding asbestos-related claims, 375 Park Avenue, 35th Floor, New York, New York 10152-3500 (Attn: Elihu Inselbuch, Esq. and Rita C. Tobin, Esq.) and One Thomas Circle, N.W., Suite 1100, Washington, DC 20005 (Attn: Trevor W. Swett III, Esq. and Kevin C. Maclay, Esq.); and (xi) Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation, attorneys for Dean M. Trafelet in his capacity as the legal representative for future asbestos personal injury claimants, 2323 Bryan Street, Suite 2200, Dallas, Texas 75201 (Attn: Sander L. Esserman, Esq. and Robert T. Brousseau, Esq.), so as to be received no later than **February 22, 2011 at 4:00 p.m. (Eastern Time)** (the "**Response Deadline**").

PLEASE TAKE FURTHER NOTICE that if no responses are timely filed and served with respect to the 150th Omnibus Objection to Claims or any claim set forth thereon, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the 150th Omnibus Objection to Claims, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: New York, New York
January 25, 2011

/s/ Joseph H. Smolinsky
Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

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Attorneys for Debtors and
Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X	:	

DEBTORS' 150TH OMNIBUS OBJECTION TO CLAIMS
(Claims for Equity Interests)

**THIS OBJECTION SEEKS TO DISALLOW CERTAIN FILED PROOFS OF CLAIM.
CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON THE
EXHIBIT ANNEXED TO THIS OBJECTION.**

TO THE HONORABLE ROBERT E. GERBER,
UNITED STATES BANKRUPTCY JUDGE:

Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) and
its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), respectfully
represent:

Relief Requested

1. Prior to commencing these chapter 11 cases, the Debtors had issued hundreds of millions of shares of common equity that were held by a wide range of investors. In these chapter 11 cases, approximately 1,000 proofs of claim were filed against the Debtors that assert nothing more than the mere ownership of equity interests in the Debtors (the “**Claims for Equity Interests**”). The vast majority of the Claims for Equity Interests apparently were filed by holders of equity interests who erroneously believed that filing a proof of claim was necessary to preserve an entitlement to a potential distribution on account of their equity interests or erroneously believed that they could assert a claim for the purchase price of their equity interests. The Claims for Equity Interests are, however, objectionable because only a creditor may file a proof of claim, and an equity interest holder is not a creditor. Accordingly, the Claims for Equity Interests should be disallowed as claims and reclassified as equity interests, which will preserve for the holders of such claims any entitlement to a distribution solely on account of the ownership of equity interests.

2. The Debtors file this 150th omnibus objection (the “**150th Omnibus Objection to Claims**”) pursuant to section 502(b) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking entry of an order disallowing the Claims for Equity Interests listed on **Exhibit “A”** annexed hereto, under the heading “*Claims to be Disallowed,*”¹ and reclassifying those Claims for Equity Interests as equity interests.

¹ Creditors can obtain copies of the cover page of any proof of claim filed against the Debtors’ bankruptcy estates on the Debtors’ claims register on the website maintained by the Debtors’ claims agent, www.motorsliquidation.com. A link to the claims register is located under the “Claims Information” tab. Creditors without access to the Internet may request a copy of the cover page of any proof of claim by mail to The Garden City Group, Inc., Motors Liquidation Company Claims Agent, P.O. Box 9386, Dublin, Ohio 43017-4286 or by calling The Garden City Group, Inc. at 1-703-286-6401.

Jurisdiction

3. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

Background

4. On June 1, 2009, four of the Debtors (the “**Initial Debtors**”)² commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, and on October 9, 2009, two additional Debtors (the “**REALM/ENCORE Debtors**”)³ commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code, which cases are jointly administered with those of the Initial Debtors under Case Number 09-50026. On September 15, 2009, the Initial Debtors filed their schedules of assets and liabilities and statements of financial affairs, which were amended on October 4, 2009. On October 15, 2009, the REALM/ENCORE Debtors filed their schedules of assets and liabilities and statements of financial affairs.

5. On October 6, 2010, this Court entered an order approving procedures for the filing of omnibus objections to proofs of claim filed in these chapter 11 cases (the “**Procedures Order**”) (ECF No. 4180), which authorized the Debtors to file omnibus objections to claims on several grounds that are in addition to those grounds permitted under Bankruptcy Rule 3007(d).

The Relief Requested Should Be Approved by the Court

6. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). If an objection refuting at least one of the claim’s essential allegations is asserted, the claimant has the burden to demonstrate the validity of the claim. *See*

² The Initial Debtors are MLC, MLCS, LLC (f/k/a Saturn, LLC), MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation), and MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.).

³ The REALM/ENCORE Debtors are Remediation and Liability Management Company, Inc., and Environmental Corporate Remediation Company, Inc.

In re Oneida Ltd., 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009); *In re Adelphia Commc'ns Corp.*, No. 02-41729, 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

7. Bankruptcy Rule 3007(d)(7) allows a debtor to file an omnibus objection to claims that are “are interests, rather than claims.” Fed. R. Bankr. P. 3007(d)(7). The rationale behind allowing a debtor to object to such claims is obvious. The Bankruptcy Code differentiates between a “claim” and an “equity security.” *See* 11 U.S.C. §§ 101(5), 101(16). Under the Bankruptcy Code, those who have “claims” against the Debtors are called “creditors” while those who hold “equity securities” are called “equity security holders.” *See id.* §§ 101(10), 101(17). While creditors were entitled to file proofs of claim to preserve their rights to distributions on account of their claims, equity security holders were not entitled to file proofs of claim to preserve their rights, if any, based solely on their ownership of equity interests. The filing of a proof of claim by an equity security holder for that purpose was neither necessary nor sufficient. *See McGimsey v. USA Capital Diversified Trust Deed Fund, LLC (In re USA Commercial Mortg. Co.)*, 377 B.R. 608, 615 (9th Cir. B.A.P. 2007) (“It is axiomatic that an allowed proof of claim requires something more than mere equity ownership”). While equity security holders in these chapter 11 cases were entitled, to the extent they held “claims” against the Debtors, to file a proof of claim to preserve such “claims,” which are distinct from rights arising solely from the ownership of equity interests, each of the Claims for Equity Interests assert only equity interests. As such, the Claims for Equity Interests should be disallowed and reclassified as equity interests. The reclassification of the Claims for Equity Interests to equity interests will preserve any entitlement the holders of Claims for Equity Interests have to a distribution, if any, solely on account of the ownership of equity interests.

Reservation of Rights

8. The Debtors reserve the right to object to any of the Claims for Equity Interests that are not disallowed in their entirety for any reason and to object on any basis to any of the Claims for Equity Interests that are reclassified as equity interests.

Notice

9. Notice of this 150th Omnibus Objection to Claims has been provided in accordance with the Fifth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures, dated January 3, 2011 (ECF No. 8360). The Debtors submit that such notice is sufficient and no other or further notice need be provided.

10. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York
January 25, 2011

/s/ Joseph H. Smolinsky
Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
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Attorneys for Debtors
and Debtors in Possession

CLAIMS TO BE DISALLOWED

Name and Address of Claimant	Claim #	Debtor	Claim Amount	Grounds For Objection	Objection Page Reference
JAMES & SANDRA SCOTT 311 YELLOW ROSE TRAIL GEORGETOWN, TX 78633	29575	Motors Liquidation Company	\$9,940.80	Equity Interest Claim	Pgs. 1-5
JAMES BEACH 7202 W DESERAMA DR TUCSON, AZ 85743	28325	Motors Liquidation Company	\$2,416.35	Equity Interest Claim	Pgs. 1-5
JAMES BORDERS 3964 N STATE ROAD 9 ANDERSON, IN 46012	3127	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
JAMES DYMOND 20705 BONZ BEACH HWY ONAWAY, MI 49765	16929	Motors Liquidation Company	\$5,330.67	Equity Interest Claim	Pgs. 1-5
JAMES E & DEBORAH K KAMMUELLER 11027 N BUCKSKIN CT PEORIA, IL 61615	946	Motors Liquidation Company	\$27,808.00	Equity Interest Claim	Pgs. 1-5
JAMES E & VIGDIS L SELL JAMES E SELL 609 AVENIDA TORTOGA GREEN VALLEY, AZ 85614	12554	Motors Liquidation Company	\$1,500.00	Equity Interest Claim	Pgs. 1-5
JAMES E AND DEBORAH K KAMMUELLER 11027 N BUCKSKIN CT PEORIA, IL 61615	590	Motors Liquidation Company	\$27,808.00	Equity Interest Claim	Pgs. 1-5
JAMES E AND DEBORAH K KAMMUELLER 11027 N BUCKSKIN CT PEORIA, IL 61615	17013	Motors Liquidation Company	\$6,106.00	Equity Interest Claim	Pgs. 1-5
JAMES E AND DEBORAH K KAMMUELLER 11027 N BUCKSKIN CT PEORIA, IL 61615	17014	Motors Liquidation Company	\$20,254.00	Equity Interest Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED					
JAMES M MCCOWN & EMOGENE H MCCOWN TTEES U/A/D 08/03/06 MCCOWN FAMILY TRUST 6214 POPLAR GROVE DR PORT ORANGE, FL 32127	2346	Motors Liquidation Company	\$4,208.75	Equity Interest Claim	Pgs. 1-5
JAMES M NICHOLS JAMES M NICHOLS 1621 COBBLER DR LUTZ, FL 33549	45799	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
JAMES N O'CONNELL AMY L O'CONNELL JTWROS 8 BRYANT PLACE FREDONIA, NY 14063	33031	Motors Liquidation Company	\$42,421.75	Equity Interest Claim	Pgs. 1-5
JAMES R KLEINSASSER 819 KANSAS AVE NE HURON, SD 57350	68999	Motors Liquidation Company	\$13,825.00	Equity Interest Claim	Pgs. 1-5
JAMES, PAUL R 8616 RIDGEWAY CT RAYTOWN, MO 64138	4960	Motors Liquidation Company	\$176,160.00	Equity Interest Claim	Pgs. 1-5
JAN CHRISTIAN SCHLUETER MARSCHBLICK 5 25866 MILDSTEDT GERMANY , GERMANY	68499	Motors Liquidation Company	\$14,000.00	Equity Interest Claim	Pgs. 1-5
JANCA, EDWARD J 1824 HAMPTON PL BILLINGS, MT 59102	12617	Motors Liquidation Company	\$2,770.71	Equity Interest Claim	Pgs. 1-5
JANET D WHITESIDE 1200 ALEXA DR WINTER PARK, FL 32789	70391	Motors Liquidation Company	\$5,046.25	Equity Interest Claim	Pgs. 1-5
JAROSLAW WITTEK JOSEFSTR 64 51143 KOELN GERMANY , GERMANY	30201	Motors Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED					
JASON HARPER 4518 EVERGREEN DRIVE VADNAIS HEIGHTS, MN 55127 UNITED STATES OF AMERICA	65251	Motors Liquidation Company	\$276.51	Equity Interest Claim	Pgs. 1-5
JASPER VALENTINO GUTENBERGST 22 65232 TAUNUSSTEIN GERMANY , GERMANY	68078	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
JAY M BROKER & MARY SPRATT BROKER JT TEN 17 PRESIDIO RD MONTGOMERY, TX 77356	3907	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
JAYME L POPEJOY 9958 S 575 E SANDY, UT 84070	2777	Motors Liquidation Company	\$121.11	Equity Interest Claim	Pgs. 1-5
JEAN-GUY BOLDUC 177 6E AVENUE G5X 1Y5 BEAUCEVILLE QC CANADA , CANADA	36534	Motors Liquidation Company	\$23,717.40	Equity Interest Claim	Pgs. 1-5
JEFFREY JANCA 1824 HAMPTON PLACE BILLINGS, MT 59102	12595	Motors Liquidation Company	\$2,823.86	Equity Interest Claim	Pgs. 1-5
JENNA BURKEY 19823 N 129TH DR SUN CITY WEST, AZ 85375	45778	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
JERINE E DOCKERY 1550 41ST ST COLUMBUS, GA 31904	30792	Motors Liquidation Company	\$1,841.21	Equity Interest Claim	Pgs. 1-5
JERRY L SHIELDS 3448 TURTLE SHELL DR DAYTON, OH 45414	20029	Motors Liquidation Company	\$4,244.42	Equity Interest Claim	Pgs. 1-5
JOACHIM LENTE LEICHHARDTSTR. 9 14195 BERLIN GERMANY , GERMANY	19735	Motors Liquidation Company	\$83,040.00	Equity Interest Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

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CLAIMS TO BE DISALLOWED					
JOAN S GANTER C/O CYRIL J GANTER II 1994 HIGHLAND AVE READING, PA 19606	22687	Motors Liquidation Company	\$5,770.00	Equity Interest Claim	Pgs. 1-5
JOCHEN ARNDT DIPLOM-KAUFMANN HEINRICH-STRATER-STR 32 44229 DORTMUND GERMANY , GERMANY	26897	Motors Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
JOEL SIMON 5060 AV PONSARD MONTREAL QC H3W 2A7 CANADA , CANADA	64119	Motors Liquidation Company	\$8,489.90	Equity Interest Claim	Pgs. 1-5
JOERG HUMKE GOLFPARKALLEE 7A 24576 BAD BRAUSTEDT GERMANY , GERMANY	27979	Motors Liquidation Company	\$500.00	Equity Interest Claim	Pgs. 1-5
JOERG SROCKE HAUPTSTRABE 36 99752 KEHMSTEDT GERMANY , GERMANY	63873	Motors Liquidation Company	\$57,000.00	Equity Interest Claim	Pgs. 1-5
JOH. C. VON WALTHAUSEN JOHANN CONRAD VON WALDTHAUSEN ROMMERSER STR 30 D-36129 GERSFELD/RHOEN GERMANY , GERMANY	30197	Motors Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5
JOHN ARTHUR 6721 OAKFIELD DR DAYTON, OH 45415	17336	Motors Liquidation Company	\$28,538.76	Equity Interest Claim	Pgs. 1-5
JOHN B NELLIS 240 N COLLIER BLVD D-1 MARCO ISLAND, FL 34145	9004	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
JOHN BASSIGNANI 76 JORDAN RD FRANKLIN, MA 02038	25279	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED					
JOHN BORSHCH 8745 COOLEY BEACH DR WHITE LAKE, MI 48386	20782	Motors Liquidation Company	\$100,000.00	Equity Interest Claim	Pgs. 1-5
JOHN CENCARIK 1116 BARONE DR WEIRTON, WV 26062	19783	Motors Liquidation Company	\$62,295.41	Equity Interest Claim	Pgs. 1-5
JOHN F AMES PO BOX 36 BOWLING GREEN, VA 22427	29251	Motors Liquidation Company	\$4,889.45	Equity Interest Claim	Pgs. 1-5
JOHN F MORISSETTE SR AND JENNIFER J MORISSETTE, JTWROS 819 MILL CREEK ROAD OTEGO, NY 13825	14303	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
JOHN SHALLCROSS SR PO BOX 1089 SMITHFIELD, NC 27577	68381	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
JOHNSON, LENNART B 1018 COLRAIN ST SW GRAND RAPIDS, MI 49509	3765	Motors Liquidation Company	\$60,000.00	Equity Interest Claim	Pgs. 1-5
JONES, DANA M 92 WATERBURY PKWY CORTLANDT MNR, NY 10567	22230	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
JORGE N CLAROS 10708 SE 177TH ST NORMAN, OK 73026	28792	Motors Liquidation Company	\$12,000.00	Equity Interest Claim	Pgs. 1-5
JOSE RODRIQUEZ P. O. BOX 21342 TALLAHASSE, FL 32316 UNITED STATES OF AMERICA	18018	Motors Liquidation Company	\$300,000.00	Equity Interest Claim	Pgs. 1-5
JOSEF GASS 2655 JARVIS CIRCLE PALM HARBOR, FL 34683	27092	Motors Liquidation Company	Unliquidated Foreign Currency	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED

JOSEPH A MAC ALPIN 365 BROMPTON RD WILLIAMSVILLE, NY 14221	29819	Motors Liquidation Company	\$4,278.20	Equity Interest Claim	Pgs. 1-5
JOSEPH A RANDI TTEE C/O JILL B KREMER MERRILL LYNCH 1325 FRANKLIN AVE GARDEN CITY, NY 11530 UNITED STATES OF AMERICA	69678	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
JOSEPH BROWN JR 8157 HARTWELL ST DETROIT, MI 48228	30527	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
JOSEPH J RATTO TTEE DECEDENTS TR 6233 BUENAVENTURA AVE OAKLAND, CA 94605	8447	Motors Liquidation Company	\$8,150.25	Equity Interest Claim	Pgs. 1-5
JOSEPH M COONELLY JR THE COONELLY LIVING TRUST OF 4/27/95 516 ANDREW RD SPRINGFIELD, PA 19064	15511	Motors Liquidation Company	\$601.00	Equity Interest Claim	Pgs. 1-5
JOSEPH MAC ALPIN 365 BROMPTON RD WILLIAMSVILLE, NY 14221	29820	Motors Liquidation Company	\$2,554.10	Equity Interest Claim	Pgs. 1-5
JOSEPH TARSKY 4316 GORMAN AVE ENGLEWOOD, OH 45322	12517	Motors Liquidation Company	\$518.84	Equity Interest Claim	Pgs. 1-5
JOYCE MCCAIN 4238 HASTINGS DR GRAND BLANC, MI 48439	27881	Motors Liquidation Company	\$50,000.00	Equity Interest Claim	Pgs. 1-5
JULIUS C CLARK 1326 CEDARWOOD DR APT#115 CRESTHILL, IL 60403	22114	Motors Liquidation Company	\$15,000.00	Equity Interest Claim	Pgs. 1-5
K LOHNBERG / C HEINRICH LIVING TRUST C/O KLAUS LOHNBERG 7525 N DESERT TREE DR TUCSON, AZ 85704	1202	Motors Liquidation Company	\$22,000.00	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED

KACHMARIK, PAUL 8901 ASPEN CIR PARMA, OH 44129	33570	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
KAPUSHINSKI, WILLIAM S 13251 MONTEGO DR STERLING HTS, MI 48312	32901	Motors Liquidation Company	\$40,000.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
KARIN GROSSMANN LICHTERFELDER RING 101 12279 BERLIN GERMANY , GERMANY	64613	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
KARLA HEREKAR 3133 BIRCH WAY NORTHPORT, AL 35475	6205	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
KAROL M BRUNGER 1053 YARMOUTH ST PORT CHARLOTTE, FL 33952	67460	Motors Liquidation Company	\$26,000.00	Equity Interest Claim	Pgs. 1-5
KATHERINE T COLE TTEE KATHERINE T COLE REVOCABLE TRUST U/A 12/17/98 39 OLIVE AVE REHOBOTH BEACH, DE 19971	70449	Motors Liquidation Company	\$7,350.00	Equity Interest Claim	Pgs. 1-5
KATHERINE T. COLE TTEE KATHERINE T. COLE, REVOCABLE TRUST U/A 12/17/98 39 OLIVE AVE. REHOBOTH BEACH, DE 19971	70439	Motors Liquidation Company	\$7,350.00	Equity Interest Claim	Pgs. 1-5
KATHLEEN SCHUSTER 56 ARNER RD CHESTER, WV 26034	15624	Motors Liquidation Company	\$496.00	Equity Interest Claim	Pgs. 1-5
KAY-UWE MOOSHEIMER HIRSAUER STR 25 SINDELFINGEN 71063 GERMANY , GERMANY	27031	Motors Liquidation Company	\$9,647.00	Equity Interest Claim	Pgs. 1-5
KAY-UWE MOOSHEIMER HIRSAUER STR. 25 71063 SINDELFINGEN GERMANY , GERMANY	28249	Motors Liquidation Company	\$7,739.00	Equity Interest Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

(2) Claims on the exhibit are sorted in alphabetical order based on the creditor name as listed on proof of claim form.

CLAIMS TO BE DISALLOWED					
KAZIM TOKUR HAUPT STR 40 69221 DOSENHEIM GERMANY GERMANY	37131	Motors Liquidation Company	\$5,098.00	Equity Interest Claim	Pgs. 1-5
KEITH, PHILLIP W 10777 WILKES RD BROCKWAY, MI 48097	9102	Motors Liquidation Company	\$163.50	Equity Interest Claim	Pgs. 1-5
KELLEY, CONSTANCE A 656 HARRIS HILL RD LANCASTER, NY 14086	65564	Motors Liquidation Company	\$1,557.00	Equity Interest Claim	Pgs. 1-5
KENNEDY, CHRISTINE C 50 CRYSTAL ST NORTH ARLINGTON, NJ 07031	38345	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
KENNETH LISTER 6130 FLANDERS RD SYLVANIA, OH 43560	65144	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
KEROUAC, DOROTHY J 812 CYPRESS DR DAVISON, MI 48423	15522	Motors Liquidation Company	\$44.16	Equity Interest Claim	Pgs. 1-5
KICOVICH, DIXIE H 5985 HEARN RD ELLENWOOD, GA 30294	65329	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
KIMBERLY A DUNDA 21727 NE 79TH ST REDMOND, WA 98053	22201	Motors Liquidation Company	\$1,186.32	Equity Interest Claim	Pgs. 1-5
KIMBROUGH, VIVIAN 18173 SAINT AUBIN ST DETROIT, MI 48234	8273	Motors Liquidation Company	\$575.97	Equity Interest Claim	Pgs. 1-5
KIRSTEN A VADEN 4110 CREST ROAD PEBBLE BEACH, CA 93953	17274	Motors Liquidation Company	\$50.00	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED					
KNOX, DAVID F 31 DEWALT RD NEWARK, DE 19711	12514	Motors Liquidation Company	\$25,000.00	Equity Interest Claim	Pgs. 1-5
KOCTUR, ANDREW F 3609 ASTER DR SARASOTA, FL 34233	69783	Motors Liquidation Company	\$2,538.44	Equity Interest Claim	Pgs. 1-5
KONRAD SPICKER 10205 E SPRING CREEK RD SUN LAKES, AZ 85248	4954	Motors Liquidation Company	\$4,153.00	Equity Interest Claim	Pgs. 1-5
KOPP, HEINZ J 3115 HEDGE DR STERLING HTS, MI 48310	1786	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
KOSSICK, JOHN 14 E SHAKESPEARE DR MIDDLETOWN, DE 19709	4220	Motors Liquidation Company	\$2,581.00	Equity Interest Claim	Pgs. 1-5
KOTSOGIANNIS, KIRIAKI 6681 S SENECA WAY GILBERT, AZ 85298	36539	Motors Liquidation Company	\$2,437.22	Equity Interest Claim	Pgs. 1-5
KOZEL, STEPHEN R 8346 GALLANT FOX TRL FLUSHING, MI 48433	4946	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
KREBER, DOUGLAS J 1179 W OLD PHILADELPHIA RD NORTH EAST, MD 21901	23364	Motors Liquidation Company	\$50,000.00	Equity Interest Claim	Pgs. 1-5
KREZL KAREL ALTE FRANKFURTER STR 98D 61118 BAD VILBEL GERMANY , GERMANY	44120	Motors Liquidation Company	\$1,320.60	Equity Interest Claim	Pgs. 1-5
KUEHN, EUGENE P 4214 CORONADO PKWY CAPE CORAL, FL 33904	6582	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED					
KUMAR, MATTHEW J 4687 WHITTUM RD EATON RAPIDS, MI 48827	6710	Motors Liquidation Company	\$8,468.42	Equity Interest Claim	Pgs. 1-5
L JOSEPH WITTENAUER 4429 BASCULE BRIDGE DR #919 DAYTON, OH 45440	36936	Motors Liquidation Company	\$5,516.91	Equity Interest Claim	Pgs. 1-5
LA DUKE, CHARLOTTE 3079 LAKESHORE DR GLADWIN, MI 48624	5158	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
LA MOREAUX, ROBERT D 4637 CLYDESDALE RD LANSING, MI 48906	32974	Motors Liquidation Company	\$37,300.00	Equity Interest Claim	Pgs. 1-5
LA PLANTE, ANTOINETTE GLORIA 14095 ALGER AVE WARREN, MI 48088	70459	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
LA RUE ROBERTSON TRUST LA RUE ROBERTSON TTEE U/A DTD 07/14/1992 BY LA RUE ROBERTSON TRUST 208 SW 11TH ST LINDSAY, OK 73052 UNITED STATES OF AMERICA	62662	Motors Liquidation Company	\$3,366.00	Equity Interest Claim	Pgs. 1-5
LA VOIE, HENRY A 1125 HIGHWAY A1A APT 605 SATELLITE BEACH, FL 32937	9541	Motors Liquidation Company	\$21,517.00	Equity Interest Claim	Pgs. 1-5
LAMIA, JEAN E JEAN E LAMIA TRUST DTD 4-16-2002 655 2ND ST SE NAPLES, FL 34117	44669	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
LAMPMAN, ROGER W 140 LOOKOUT POINT ROAD COMFORT, TX 78013	9562	Motors Liquidation Company	\$3,171.93	Equity Interest Claim	Pgs. 1-5
LAND, PEGGY J 1020 N BERKLEY RD KOKOMO, IN 46901	44158	Motors Liquidation Company	\$256.00	Equity Interest Claim	Pgs. 1-5

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CLAIMS TO BE DISALLOWED

LANG, VICTORIA A 2700 DASHWOOD DR TROY, MI 48083	7283	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
LANNY MILLER 900 DAMON ST AKRON, OH 44310	62068	Motors Liquidation Company	\$0.00 Unliquidated	Equity Interest Claim	Pgs. 1-5
LARRY ONEAL 2902 LUCERN CT ARLINGTON, TX 76012	8510	Motors Liquidation Company	\$6,169.00	Equity Interest Claim	Pgs. 1-5

(1) In the "Claim Amount" column, the amounts listed are taken directly from the proofs of claim, and thus replicate any mathematical errors on the proofs of claim. Where the claim amount is zero, unliquidated, unidentified, or otherwise cannot be determined, the amount listed is "0.00". For claims filed in a foreign currency, "Foreign Currency" is displayed in the "Claim Amount" column.

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

ORDER GRANTING DEBTORS' 150TH OMNIBUS OBJECTION TO CLAIMS
(Claims for Equity Interests)

Upon the 150th omnibus objection, dated January 25, 2011 (the “**150th Omnibus Objection to Claims**”), of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to section 502(b) of title 11, United States Code (the “**Bankruptcy Code**”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking entry of an order disallowing the Claims for Equity Interests,¹ and reclassifying those Claims for Equity Interests as equity interests, all as more fully described in the 150th Omnibus Objection to Claims; and due and proper notice of the 150th Omnibus Objection to Claims having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the 150th Omnibus Objection to Claims is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the 150th Omnibus Objection to Claims.

150th Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the 150th Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on **Exhibit “A”** (the “**Order Exhibit**”) annexed hereto under the heading “*Claims to be Disallowed*” are disallowed and reclassified as equity interests; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object on any basis are expressly reserved with respect to, any claims listed on Exhibit “A” annexed to the 150th Omnibus Objection to Claims under the heading “*Claims to be Disallowed*” that are not disallowed pursuant to this Order, and any of the Claims for Equity Interests that are reclassified as equity interests; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
_____, 2011

United States Bankruptcy Judge